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Proposed Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

TOYS “R” US PROPERTY COMPANY I,
LLC,
Debtor.

Tax I.D. No. 04-3829291

In re:

MAP REAL ESTATE, LLC,
Debtor.

Tax I.D. No. 03-0565228

In re:

TRU 2005 RE I, LLC,
Debtor.

Tax I.D. No. 04-3829292

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) Chapter 11
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) Case No. 18-31429
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In re:) Chapter 11
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TRU 2005 RE II TRUST,) Case No. 18-31432
)
Debtor.)
)
Tax I.D. No. 76-6213349)

In re:) Chapter 11
)
WAYNE REAL ESTATE COMPANY, LLC,) Case No. 18-31433
)
Debtor.)
)
Tax I.D. No. 42-1671031)

In re:) Chapter 11
)
WAYNE REAL ESTATE HOLDING) Case No. 18-31428
COMPANY, LLC,)
Debtor.)
)
Tax I.D. No. 47-3297053)

**PROPCO I DEBTORS' MOTION FOR ENTRY
OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE PROPCO I
DEBTORS' CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Toys "R" Us Property Company I, LLC, MAP Real Estate, LLC, TRU 2005 RE I, LLC, TRU 2005 RE II Trust, Wayne Real Estate Company, LLC, and Wayne Real Estate Holding Company, LLC, as debtors and debtors in possession (collectively, the "Propco I Debtors"), respectfully state the following in support of this motion (this "Motion").

Relief Requested

1. The Propco I Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Order"): (a) directing joint administration of the Propco I Debtors' chapter 11 cases and (b) granting related relief.

2. Specifically, the Propco I Debtors request that: (a) the Clerk of the Court maintain one consolidated docket and one file for the Propco I Debtors' respective chapter 11

cases under the case number assigned to Debtor Toys “R” Us Property Company I, LLC; and
(b) the Propco I Debtors’ respective chapter 11 cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
)	
TOYS “R” US PROPERTY COMPANY I, LLC, <i>et al.</i> ¹)	Case No. 18-31429
)	
Debtors.)	(Jointly Administered)
)	

3. The Propco I Debtors further request that this Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

4. The Propco I Debtors also request that the Clerk of the Court enter a docket entry, substantially similar to the following, on the docket of the Propco I Debtors’ chapter 11 cases to reflect the joint administration of the Propco I Debtors’ respective chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia directing the procedural consolidation and joint administration only of the chapter 11 cases of: Toys “R” Us Property Company I, LLC, Case No. 18-31429; MAP Real Estate, LLC, Case No. 18-31430; TRU 2005 RE I, LLC, Case No. 18-31431; TRU 2005 RE II Trust, Case No. 18-31432; Wayne Real Estate Company, LLC, Case No. 18-31433 and Wayne Real Estate Holding Company, LLC, Case No. 18-31428. The docket in Case No. 18-31429 should be consulted for all matters affecting this case.

5. Finally, the Propco I Debtors seek authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee*

¹ The Propco I Debtors in these chapter 11 cases, along with the last four digits of each Propco I Debtor’s federal tax identification number, are set forth in the *Debtors’ Motion for Entry of an Order (I) Directing Joint Administration of the Propco I Debtors’ Chapter 11 Cases and (II) Granting Related Relief* filed contemporaneously herewith. The location of the Debtors’ service address is One Geoffrey Way, Wayne, NJ 07470.

for Chapter 11 Debtors in Possession and Chapter 11 Trustees, issued by the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), on a consolidated basis, but the Propco I Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

Jurisdiction and Venue

6. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984. The Propco I Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

7. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

8. The bases for the relief requested herein are sections 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and rules 1015-1 and 9013-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”).

Background

9. On September 18, 2017 Toys “R” Us, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “Toys “R” Us Debtors”) filed voluntary petitions with the Court under chapter 11 of the Bankruptcy Code. The Toys “R” Us Debtors continue to operate their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On September 19, 2017, the Court entered an order in the Toys “R” Us

Debtors' bankruptcy cases [Docket No. 78] approving procedural consolidation and joint administration of those chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

10. On the date hereof, each of the Propco I Debtors filed a voluntary petition with this court under chapter 11 of the Bankruptcy Code. The Propco I Debtors are managing their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy code. By this Motion, the Propco I Debtors request procedural consolidation and joint administration of the chapter 11 cases of the Propco I Debtors pursuant to Bankruptcy Rule 1015(b), separately from the Toys "R" Us Debtors' chapter 11 cases.

11. No party has requested the appointment of a trustee or examiner in these chapter 11 cases. On September 26, 2017, the U.S. Trustee for the Eastern District of Virginia appointed an official committee of unsecured creditors (the "Committee") in the Toys "R" Us Debtors' chapter 11 cases [Docket No. 206].

Basis for Relief

12. Bankruptcy Rule 1015(b) provides, in pertinent part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015. The [six] Propco I Debtors that commenced chapter 11 cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

13. Further, Local Bankruptcy Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

In all joint petitions filed with the Court, the case will be administered through joint administration of the estates unless the trustee or other interested party files an objection to joint administration within 14 days after the meeting of creditors and gives notice of a hearing date on such objection.

Local Bankr. R. 1015-1.

14. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple related debtors. *See, e.g., In re The Gymboree Corp.*, No. 17-32986 (KLP) (Bankr. E.D. Va. June 2, 2017) (directing joint administration of chapter 11 cases); *In re Penn Va. Corp.*, No. 16-32395 (KLP) (Bankr. E.D. Va. May 13, 2016) (same); *In re Eidos, LLC*, No. 16-10385 (BFK) (Bankr. E.D. Va. Mar. 2, 2016) (same); *In re Alpha Nat. Res., Inc.*, No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) (same); *In re Patriot Coal Corp.*, No. 15-32450 (KLP) (Bankr. E.D. Va. May 13, 2015) (same); *In re James River Coal Co.*, No. 14-31848 (KRH) (Bankr. E.D. Va. Apr. 10, 2014) (same); *In re AMF Bowling Worldwide, Inc.*, No. 12-36495 (KRH) (Bankr. E.D. Va. Nov. 14, 2012) (same); *In re Workflow Mgmt., Inc.*, No. 10-74617 (SCS) (Bankr. E.D. Va. Oct. 1, 2010) (same).²

15. Given the integrated nature of the Propco I Debtors' operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

16. Moreover, joint administration will not adversely affect the Propco I Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Propco I Debtors' estates. Parties in interest will not be harmed by the relief requested; instead, parties in interest will benefit from the cost reductions associated with the

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Propco I Debtors' counsel.

joint administration of these chapter 11 cases. Accordingly, the Propco I Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Waiver of Memorandum of Points and Authorities

17. The Propco I Debtors respectfully request that this Court treat this Motion as a written memorandum of points and authorities or waive any requirement that this Motion be accompanied by a written memorandum of points and authorities as described in Local Bankruptcy Rule 9013-1(G).

Notice

18. The Propco I Debtors will provide notice of this Motion via first class mail and email (where available) to: (a) the Office of the United States Trustee for the Eastern District of Virginia, Attn: Robert B. Van Arsdale and Lynn A. Kohen; (b) the holders of the 50 largest unsecured claims against the Propco I Debtors (on a consolidated basis); (c) DIP ABL Agent and the advisors and counsel thereto; (d) DIP Taj Term Loan Agent and the advisors and counsel thereto; (e) DIP Delaware Term Loan Agent and the advisors and counsel thereto; (f) the indenture trustee for the TRU Taj 12.00% Senior Notes and the advisors and counsel thereto; (g) the administrative agent for the prepetition Secured Revolving Credit Facility and the advisors and counsel thereto; (h) the administrative agent for the prepetition Secured Term Loan B Facility and the advisors and counsel thereto; (i) the prepetition administrative agent for the Propco I Unsecured Term Loan Facility and the advisors and counsel thereto; (j) the agent for the Propco II Mortgage Loan and the advisors and counsel thereto; (k) the agent for the Giraffe Junior Mezzanine Loan and the advisors and counsel thereto; (l) the administrative agent for the prepetition European and Australian Asset-Based Revolving Credit Facility (“Euro ABL”) and the advisors and counsel thereto; (m) the administrative agent for the Senior Unsecured Term

Loan Facility and the advisors and counsel thereto; (n) the indenture trustee for the Toys “R” Us Debtors’ 7.375% Senior Notes and the advisors and counsel thereto; (o) the indenture trustee for the Debtors’ 8.75% Unsecured Notes and the advisors and counsel thereto; (p) counsel to the ad hoc group of the Term B-4 Holders; (q) counsel to the Ad Hoc Committee of Taj Noteholders; (r) the monitor in the CCAA proceeding and counsel thereto; (s) the Toys “R” Us Debtors’ Canadian Counsel; (t) the ad hoc group of lenders (the “Ad Hoc Group of Propco I Lenders”) under that certain Credit Agreement, dated as of August 21, 2013 (the “Propco I Credit Agreement”); (u) Jones Day as counsel to the Ad Hoc Group of Propco I Lenders; (v) Strategic Asset Services, LLC as a lender under the Propco I Credit Agreement; (w) Akin Gump Strauss Hauer & Feld LLP as counsel to Strategic Asset Services, LLC; (x) the Internal Revenue Service; (y) the office of the attorneys general for the states in which the Debtors operate; (z) the Securities and Exchange Commission; and (aa) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). The Propco I Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

19. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Propco I Debtors respectfully request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Richmond, Virginia
Dated: March 20, 2018

/s/ Michael A. Condyles

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Exhibit A

Proposed Order

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

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In re:)	Chapter 11
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TOYS "R" US PROPERTY COMPANY I,)	Case No. 18-31429
LLC,)	
)	
Debtor.)	
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Tax I.D. No. 04-3829291)	
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In re:)	Chapter 11
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MAP REAL ESTATE, LLC,)	Case No. 18-31430
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Tax I.D. No. 03-0565228)	
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In re:)	Chapter 11
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TRU 2005 RE I, LLC,)	Case No. 18-31431
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Tax I.D. No. 04-3829292)	
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In re:) Chapter 11
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TRU 2005 RE II TRUST,) Case No. 18-31432
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Debtor.)
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Tax I.D. No. 76-6213349)

In re:) Chapter 11
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WAYNE REAL ESTATE COMPANY, LLC,) Case No. 18-31433
)
Debtor.)
)
Tax I.D. No. 42-1671031)

In re:) Chapter 11
)
WAYNE REAL ESTATE HOLDING) Case No. 18-31428
COMPANY, LLC,)
Debtor.)
)
Tax I.D. No. 47-3297053)

**ORDER (I) DIRECTING JOINT
ADMINISTRATION OF THE PROPCO I
DEBTORS' CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the Propco I Debtors for entry of an order (this “Order”), (a) directing the joint administration of the Propco I Debtors’ chapter 11 cases for procedural purposes only; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Propco I Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Propco I Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Order.
2. The Propco I Debtors' chapter 11 case cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 18-31429 (KLP).
3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Toys "R" Us Debtors' and the Propco I Debtors' respective chapter 11 cases.
4. The caption of the jointly administered cases should read as follows:

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
)	
TOYS "R" US PROPERTY COMPANY I, LLC, <i>et al.</i> ²)	Case No. 18-31429
)	
Debtors.)	(Jointly Administered)
)	

5. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

6. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Propco I Debtors other than Toys "R" Us, Property Company I, LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia directing the procedural consolidation and joint administration only of the chapter 11 cases of: Toys "R" Us Property Company I, LLC, Case No. 18-31429; MAP Real Estate, LLC, Case No. 18-31430; TRU 2005 RE I, LLC, Case No. 18-31431; TRU 2005 RE II Trust, Case No. 18-31432; Wayne Real Estate Company, LLC, Case No. 18-31433 and Wayne Real Estate Holding Company, LLC, Case No. 18-31428. The docket in Case No. 18-31429 should be consulted for all matters affecting this case.

7. The Propco I Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

8. The Propco I Debtors are authorized to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for*

² The Propco I Debtors in these chapter 11 cases, along with the last four digits of each Propco I Debtor's federal tax identification number, are set forth in the *Debtors' Motion for Entry of an Order (I) Directing Joint Administration of the Propco I Debtors' Chapter 11 Cases and (II) Granting Related Relief* filed contemporaneously herewith. The location of the Debtors' service address is One Geoffrey Way, Wayne, NJ 07470.

Chapter 11 Debtors in Possession and Chapter 11 Trustees, issued by the Office of the United States Trustee for the Eastern District of Virginia, on a consolidated basis, but the Propco I Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

9. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, the Propco I Debtors, or the Propco I Debtors' estates, and this Order shall be without prejudice to the rights of the Propco I Debtors to seek entry of an Order substantively consolidating their respective cases.

10. Nothing contained in the Motion or this Order shall be deemed or construed as precluding the Propco I Debtors from causing any of their non-Debtor, wholly owned subsidiaries from commencing voluntary cases under the Bankruptcy Code.

11. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is waived.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

14. The Propco I Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2018
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Michael A. Condyles

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Proposed Co-Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Michael A. Condyles